



GEOSPHERE CAPITAL MANAGEMENT, LLC

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FORM ADV, PART 2A BROCHURE

March 30, 2022

This brochure provides information about the qualifications and business practices of Geosphere Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 616-1100 or via e-mail at sing@geospherecap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Any reference to or use of the terms “registered investment adviser” or “registered,” does not imply that Geosphere Capital Management, LLC or any person associated with Geosphere Capital Management, LLC has achieved a certain level of skill or training.

Additional information about Geosphere Capital Management, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

Geosphere Capital Management, LLC (“Geosphere” or the “Firm”) is updating the Brochure previously filed as of March 24, 2021. In Geosphere’s view, the following material changes are reflected in this publication of the Brochure:

- Geosphere’s principal place of business has relocated to Miami Beach, Florida from New York, New York; and
- Sing Duffy, Geosphere’s Chief Operating Officer, has been appointed Geosphere’s Chief Compliance Officer.

We encourage all recipients of this Brochure to read it carefully in its entirety.

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Item 4 – Advisory Business

Description of the Firm

Geosphere Capital Management, LLC (“Geosphere”) is a privately owned limited liability company organized under the laws of the state of Delaware, with its principal place of business in Miami Beach, Florida. Geosphere began providing investment advisory services in July 2007. Arvind Sanger, individually and through certain affiliated entities, owns 100% of Geosphere. Effective February 17, 2012, Geosphere is registered as an investment adviser with the Securities and Exchange Commission. Geosphere serves as the investment manager and/or sub-advisor to multiple private investment funds. Geosphere does not participate in wrap fee programs.

Advisory Services Offered

The Funds

Geosphere offers investment advisory services to its Clients (as defined below) pursuant to an Investment Management Agreement or Sub-Advisory Agreement. All Clients are private investment funds that are exempt from registration with the Securities and Exchange Commission (each a “Fund” and together, the “Funds”). Entities affiliated with Geosphere serve as the general partner of certain Funds sponsored by the Firm. Geosphere provides investment management services tailored to the specific investment guidelines set forth in the respective confidential private placement memoranda of each Fund (as defined below) and in the Sub-Advisory Agreement with the Sub-Account (defined below). Subject to these investment guidelines, Geosphere has a limited power of attorney to act and has complete discretion and authority to manage Fund assets. Geosphere is authorized to make all investment decisions, buy and sell securities, issue instructions to the Funds’ custodians, select broker dealers to execute securities transactions (except where only permitted to use pre-approved broker dealers as is currently the case with the Sub-Account) and vote proxies and make similar decisions, except that as a general matter Geosphere is not responsible for filing class action claims and generally does not pursue or commence litigation on behalf of its Funds. Underlying investors in the Funds do not have the ability to impose restrictions on investing in certain securities or types of securities. Geosphere offers and sells interests in the Funds it sponsors in private transactions solely to investors who meet certain eligibility provisions and who, in the case of US investors are also accredited investors and qualified clients. Geosphere does not offer and sell interests in the Sub-Account, but rather only provides investment advisory services with respect to a portion of assets in the Fund.

Geosphere’s investment performance is dependent upon the selection of long investments that outperform the market and short investments that underperform the market. While the confidential private placement memoranda for the Funds and the Sub-Advisory Agreement with the Sub-Account give Geosphere broad discretion with respect to the types of securities it may purchase, Geosphere will purchase and sell for each client primarily equity and equity-related securities in global markets, with a focus on the natural resources and

industrials sectors. Geosphere may also invest in preferred stocks, convertible securities, warrants, commodities, options (including covered and uncovered puts and calls and over-the-counter options) and other derivative instruments, bonds and other fixed income securities, foreign currencies, private securities and money market instruments. Geosphere also engages in short selling, margin trading, hedging and other investment strategies for each Fund. Performance is primarily driven by the relative performance of our long and short investments rather than the performance of the markets.

The Funds sponsored by Geosphere may enter into side letters and other agreements and arrangements with certain investors in the Funds, which may provide terms and conditions that are more advantageous than those set forth in the applicable Fund's offering materials. Such terms and conditions may include special rights to make future investments in the Funds or other investment vehicles or accounts managed by Geosphere, different transparency rights, reporting rights, different withdrawal/redemption rights and/or different fee terms.

Managed Accounts

To the extent appropriate for a large or strategic investor, Geosphere will establish a separately managed account. The advisory services can be tailored to the investment objectives and/or restrictions established by the Managed Account investor. Fee arrangements and terms for each Managed Account are individually negotiated. Accordingly, a managed account may be subject to different terms and fees than those of the Funds. Managed Account relationships are generally subject to significant account minimums. Managed Accounts together with the Funds are referred to as "Clients."

Assets under Management

As of March 15, 2022, Geosphere managed, on a discretionary basis, Client assets totaling \$145,117,000. Geosphere does not manage Client assets on a non-discretionary basis.

Item 5 – Fees and Compensation

Management Fees

For its provision of advisory services, Geosphere is generally eligible to receive a management fee that is calculated as a percentage of assets under management. Fees are payable quarterly in advance based on the quarter-end asset value as of the first business day of the calendar quarter. Each underlying investor in a Fund pays the Fund the portion of the fee attributable to that investor's holdings in the Fund. Fees paid in advance are not refundable.

Performance-Based Compensation

At the end of each fiscal year, each Fund also makes a performance-based allocation in compliance with Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), to the respective general partner. Geosphere makes the performance allocation pro rata from the account of each underlying investor in the amount attributable to that investor’s holdings in the Fund. The performance allocation is subject to a high-water mark. This means that no performance allocation is made unless the value of Fund assets has increased since the prior allocation. If the Fund terminates the Investment Management Agreement, or an underlying investor withdraws its assets from the fund, fees will be allocated on a pro rata basis.

Fee Differential

The management fee and incentive allocation are negotiable in that Geosphere or the general partner reserves the right to waive, reduce or calculate differently such fees for investors that are members, partners, affiliates or employees of Geosphere, members of the immediate families of such persons and trusts or other entities for their benefit, or for certain large or strategic investors. In such circumstances, the Funds may, for administrative convenience, issue a separate series/class or sub-class of interests/shares to any such person.

The structure of the fees charged to Other Clients, including sub-advised Funds, are negotiable and may differ from those charged to Funds sponsored by Geosphere. Fees charged to other Clients will be set forth in the respective Investment Management or Sub-Advisory Agreements or offering materials and typically, but not exclusively, will include a management fee and performance-based allocation.

Special Investments

Certain Funds sponsored by Geosphere allow investors to elect, at the time of subscription, to participate in investments that are illiquid, restricted or difficult to value (“Special Investments”), as designated in the sole discretion of Geosphere. Applicable Funds will issue Special Investment Shares to represent an investor’s participation in Special Investments. Investors will not have the right to voluntarily redeem their interests in Special Investments and interests generally must be held until the investment is sold or deemed to be sold. Geosphere will not charge an incentive allocation on Special Investments until the investment is sold or deemed sold upon which the proceeds of such sale will be redeemed from the investor’s Special Investments Shares and converted into the investor’s original class of shares.

Other Fees

All fees paid to Geosphere are separate from fees related to investments such as brokerage commissions, transaction fees, research-related travel expenses audit; legal; compliance; and administrative fees and other related costs and expenses, which may be incurred by the

Fund(s). The Funds will also incur other charges imposed by custodians, brokers, and other third parties, such as custodial fees, transaction related expenses, transfer taxes, wire transfer and other fees. Such charges, fees and commissions are exclusive of and in addition to Geosphere's fees. Geosphere does not receive a portion of these other commissions, fees and costs. (Please refer to the "Brokerage Practices" section (Item 12) of this Brochure for additional information.). Certain Funds may be subject to an expense cap, such that operational expenses exceeding a specified percentage of the total assets under management of will not be paid for by Fund but instead will be paid for by Geosphere.

Billing Method

The respective Fund's administrator deducts from the account of each investor the applicable quarterly management fee, prorated if the account was opened during that quarter. The Fund's administrator also deducts from the account of each investor the annual performance allocation, if applicable.

Withdrawals

Investors in a Fund are generally limited in their ability to terminate their participation in the Fund. The Fund's offering documents will disclose redemption and transfer restrictions. Funds may impose a "lock-up" period such that investors may not withdraw capital that has not been invested for a specified period of time. Subsequent to any applicable lock-up period, investors typically can only make partial withdrawals of their capital account balances subject to the limitations described in the respective Fund's offering materials.

Other Compensation

None of Geosphere's employees receive compensation for the sale of securities or other investment products.

Valuation and Pricing

Unless specifically provided otherwise in the Fund's confidential private placement memoranda, Geosphere typically uses available pricing services or sources to determine the market value of the Fund's portfolio. Geosphere may rely on various services from outside vendors for information such as pricing, ratings, and other relevant factors. While these vendors are generally reliable, from time to time information they provide may be inaccurate or stale, which may affect the pricing and categorization of portfolio holdings. While most of the Funds' holdings are liquid securities, from time to time, Geosphere may need to determine a price for a portfolio holding using "fair value" pricing methods. In these situations, Geosphere elicits input from senior management within the firm to determine what it believes to be a representative or "fair" price for the holding. These determinations may involve a significant amount of judgment and in some cases may not result in an accurate price. The Fund may hold securities or instruments that have no

trading market or are otherwise difficult to value. For these types of securities, Geosphere will conduct an analysis, which may include determining the average price provided by broker-dealers making a market in the security, in an attempt to determine which counterparty or broker-dealer it believes will provide the most reliable price quotations.

Special Investments generally will be fair valued by Geosphere, which may be approximated by cost or such other value supported by one or more valuation techniques. There is no guarantee that fair value will represent the value that will be realized by the Fund on the eventual disposition of the investment or that would, in fact, be realized upon an immediate disposition of the investment.

For Sub-Advisory and Managed Account relationships, the administrator or custodian of the account is typically responsible for the valuation of the respective accounts. Valuation responsibilities will be outlined in the respective Investment Management or Sub-Advisory Agreement governing the relationship.

It is very important that investors refer to their respective Fund's offering documents for a complete understanding of how Geosphere is compensated for its advisory services, eligible Fund expenses, and investor withdrawal and redemption rights. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund offering documents.

Item 6 – Performance-Based Fees and Side-By-Side Management

Geosphere, or the respective general partner, charges Clients a performance-based fee (that is a fee based on a share of capital gains on or capital appreciation of the assets of the client). Please refer to the section entitled “Performance-Based Compensation (Item 5) of this Brochure for additional information. As such, the conflict of interest related to managing accounts that charge performance-based fees alongside accounts that do not charge performance-based fees does not apply to Geosphere.

As a result of the performance-based fee, Geosphere may have an incentive to make investments that are riskier or more speculative than it otherwise might make in the absence of compensation based on the performance of its Clients. Geosphere has policies and procedures in place related to the allocation of investments and investment opportunities (see Item 12 of this Brochure). If Geosphere determines that an investment or trading opportunity is appropriate for more than one Client, then Geosphere allocates such investment or trading opportunity among the Clients in a manner it determines, exercising its judgment in good faith, to be fair and equitable, taking into consideration all allocations among such Clients taken as a whole.

Geosphere recognizes that it is a fiduciary and, as such, must act in the best interests of Clients. Further, Geosphere recognizes that it must treat all Clients fairly and must refrain from favoring one Client's interests over those of another.

Item 7 – Types of Clients

Geosphere offers its investment advisory services only to private investment funds that are exempt from the Investment Company Act of 1940, as amended. Please refer to Item 4 of this Brochure for a list of such Clients.

Investors in Funds sponsored by Geosphere must meet certain eligibility provisions: interests/shares in the Funds are generally offered to sophisticated investors who are (A) U.S. investors who are (i) accredited investors within the meaning of Regulation D of the Securities Act of 1933, as amended (“Accredited Investors”) and (ii) “qualified clients” under Rule 205-3 of the Advisers Act, and (B) qualified non-U.S. investors (as applicable). Additionally, investors are subject to minimum initial investment amounts, subject to reduction at the discretion of Geosphere (but in no event less than the statutory minimum required by applicable law).

As noted above in Item 4, Geosphere does not offer and sell interests in the Sub-Account, but rather only provides investment advisory services with respect to a portion of assets in the Fund.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

The Funds are managed in accordance with the investment strategy described in the confidential private placement memorandum for the respective Fund. The investment guidelines for the Sub-Account are set forth in the Sub-Advisory Agreement. The investment strategies and risks set forth below are summaries and are not intended to be a complete statement of the investment strategies and related risks applicable to an investment in a Fund. Investors should review the complete private placement memorandum for the respective Fund for a complete statement of the strategy and risks related to the Funds.

Geosphere uses the following methods of analysis in formulating investment advice and/or managing Client assets:

Fundamental Analysis: Geosphere attempts to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis is the primary foundation of Geosphere’s research efforts.

Technical Analysis: As a supplement to its fundamental analysis, Geosphere analyzes past market movements and applies that analysis to the present to supplement its fundamental research and in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk that a poorly managed or financially unsound company might underperform regardless of market movement. Geosphere discounts the usefulness of results produced by “technical analysis,” would not rely exclusively on a technical analysis and performs this type of analysis to supplement its fundamental analysis and to gain insight into the motivations of competing advisors who rely on “technical analysis” when formulating their investment strategies.

Qualitative Analysis: Geosphere subjectively evaluates non-quantifiable factors such as the quality of management, labor relations, and strength of research and development factors not readily subject to measurement, in an attempt to predict changes to share price based on that data. Qualitative analysis is somewhat important to the formulation of Geosphere’s investment strategies.

A risk of using qualitative analysis is that Geosphere’s subjective judgment may prove incorrect.

Risks for all forms of Analysis: The securities analysis methods that Geosphere uses all rely on the assumption that the companies whose securities Geosphere purchases and sells, the rating agencies that review these securities, and other publicly-available sources of information about these securities are providing accurate and unbiased data. While Geosphere is alert to indications that data may be incorrect, there is always a risk that Geosphere’s analysis may be compromised by inaccurate or misleading information.

Investment Strategies

Geosphere uses the following strategies in managing each Client’s assets, consistent with the Client’s investment objectives and risk tolerance, among other considerations:

Long-Term Purchases: Geosphere purchases securities with the idea of holding them in the Client’s account for an investment horizon of three to five years with respect to the India Fund. Typically, Geosphere uses this strategy when:

- it believes the securities to be currently undervalued; and/or
- it wants exposure to a particular asset class over time, regardless of the current projection for the asset class.

A risk in long-term purchase strategy is that by holding the security for this length of time, Geosphere may not take advantage of short-term gains that could be profitable to a Client.

Moreover, if Geosphere's predictions are incorrect, a security may decline sharply in value before Geosphere makes the decision to sell.

Short-Term Purchases: When utilizing this strategy, Geosphere purchases securities with the idea of selling them within a relatively short time (typically less than six months to one year). Geosphere does this in an attempt to take advantage of conditions that Geosphere believes will soon result in a price swing in the securities purchased. While this strategy can be used by the India Fund, it is typically not used in managing that fund.

Trading: Geosphere purchases securities with the idea of selling them very quickly (typically within thirty days or less). Geosphere does this in an attempt to take advantage of predictions of brief price swings. While this strategy can be used by the India Fund, it is typically not used in managing that fund.

Short Sales: Geosphere borrows shares of a stock for the Client's portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. These borrowed shares are then sold. On the agreed upon future date, Geosphere buys the same stock and returns the shares to the original owner. Geosphere engages in short selling based on its determination that the stock will go down in price after it has borrowed the shares. If Geosphere is correct and the stock price has gone down since the shares were purchased from the original owner, the Client account will realize the profit. If Geosphere is incorrect and the stock price has gone up since it bought the shares, the Client account will suffer the loss. Because the theoretical price increase is unlimited, a short sale involves the risk of a theoretically unlimited loss.

Margin Transactions: Geosphere will purchase securities for its Clients' portfolios with money borrowed from the Client's brokerage account. This allows the Client to buy more stock than the Client would be able to with the cash that is available and allows Geosphere to purchase other securities for the Client without selling other holdings.

Option Writing: Geosphere may use options as an investment strategy, although the India Fund does not trade in options. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or a bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives Geosphere the right to buy an asset at a certain price within a specific period of time. Geosphere will buy a call if it has determined that the stock will increase substantially before the option expires.
- A put gives Geosphere the right to sell an asset at a certain price within a specific period of time. Geosphere will buy a put if it has determined that the price of the stock will fall before the option expires.

Geosphere uses options to speculate on the possibility of a sharp price swing. Geosphere also uses options to “hedge” a purchase of the underlying security; in other words Geosphere will use an option purchase to limit the potential upside and downside of a security that has been purchased for the Client’s portfolio.

Geosphere also uses the “covered call,” in which it sells an option on a security owned by the Client. In this strategy, the Client receives a fee for making the option available, and the person purchasing the option has the right to buy the security from the Client at an agreed upon price.

Geosphere uses a “spreading strategy,” in which it purchases two or more option contracts (for example, a call option that the Client buys and a call option that the Client sells) for the same underlying security. This effectively puts the Client on both sides of the market, but with the ability to vary price, time and other factors.

Fixed Income Transactions: Some of Geosphere’s investment strategies focus on fixed income securities, which can include a wide array of debt instruments, including investment grade debt, government securities, corporate debt, money market instruments, non-investment grade (or high yield) debt and others. To varying degrees, depending on the particular instruments, fixed income securities are subject to interest rate, credit and liquidity risks, among others.

As Portfolio Manager, Arvind Sanger has final authority over all portfolio decisions for all Client accounts. Mr. Sanger is responsible for portfolio activities, including sizing of positions, the resulting allocation of capital among sectors and the maintenance of targeted gross and net exposures.

Risk of Loss

Investment in the Funds is speculative and involves certain risks. Certain of these risks are summarized below. The Fund may not be suitable for all investors and is intended for sophisticated investors who can accept the risks associated with the Fund’s investment program. An investment in a Fund does not constitute a complete investment program. Investors will not have recourse except with respect to the assets of the Fund. Prospective investors should consider, among others, the risk factors described in this section.

General Risk of Loss Statement: As with any investment, investing in securities involves a risk of loss. Future returns are not guaranteed and the Client may lose money on investments. The securities markets are volatile and Clients should consider carefully the amount of risk and/or loss they are willing to bear. Geosphere in no way guarantees performance, and at any time, the value of assets invested may fluctuate and be worth less than the amount originally invested. An investor should only invest assets it will not need for current purposes and that can be invested on a long-term basis, usually a minimum of five to seven years.

Selection of Securities: Because the Funds and the Sub-Account invest primarily in publicly-traded equity securities, Geosphere believes that the primary risk of loss is associated with securities selection. The price of a company's stock could decline or underperform for many reasons, including, among others, poor management, financial problems or business challenges. If a company declares bankruptcy or becomes insolvent, its stock could become worthless. Geosphere attempts to minimize this risk through the construction of Client portfolios and the use of loss limit rules. For more details on investment risk, including but not limited to risks associated with purchasing foreign securities and derivatives, please refer to the confidential private placement memorandum for the India Fund.

Currency: To the extent that a Client invests directly in foreign currencies or in securities denominated in or that trade in foreign (non-U.S. currencies), it is subject to the risk that those currencies will decline in value relative to the U.S. dollar, or in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency being hedged.

Derivative Instruments: Derivative instruments are subject to a number of risks, including the risk of changes in the market price of the underlying securities, credit risk with respect to the counterparty, risk of loss due to changes in interest rates and liquidity risk. The use of certain derivatives may also have a leveraging effect which may increase volatility and reduce returns.

Foreign Investments: Investing in foreign (non-U.S.) securities may result in more rapid and extreme changes in value than an investment exclusively in securities of U.S. companies due to smaller markets, differing reporting, accounting and auditing standards, and nationalization, expropriation or confiscatory taxation, foreign currency fluctuations, currency blockage, or political changes or diplomatic developments.

Liquidity: If a security is illiquid, Geosphere might be unable to sell the security at a time when desired, and the security could have the effect of decreasing the overall level of the Fund's or the Sub-Account's liquidity. Further, the lack of an established secondary market may make it more difficult to value illiquid securities, which could vary from the amount realized upon disposition. Geosphere may make investments that become less liquid in response to market developments or adverse investor perception. A Client could lose money if it cannot sell a security at the time and price that would be most beneficial.

Market: Stock prices are volatile and are affected by the real or perceived impacts of such factors as economic conditions and political events. The stock market tends to be cyclical, with periods when stock prices generally rise and periods when stock markets generally decline. Any given stock market segment may remain out of favor with investors for a short or long period of time, and stocks as an asset class may underperform bonds or other asset classes during some periods.

Market Capitalization: Stocks fall into three broad market capitalization categories – large, mid and small. Investing in primarily one category carries the risk that, due to current market conditions, that category may be out of favor with investors. If valuations of large-

capitalization companies appear to be greatly out of proportion to the valuations of mid- or small-capitalization companies, investors may migrate to the stocks of mid- and small-sized companies causing an investment in these companies to increase in value more rapidly than an investment in larger, fully-valued companies. Investing in mid- and small-capitalized companies may be subject to special risks associated with narrower product lines, more limited financial resources, smaller management groups, and a more limited trading market for their stock as compared to other larger companies. As a result, stock of mid and small sized companies may decline significantly in market downturns.

Turnover/Frequent Trading: A change in the securities held by a Fund or Sub-Account is known as “portfolio turnover.” Higher portfolio turnover is a result of frequent trading and involves correspondingly greater expenses to a Fund or Sub-Account, including brokerage commissions or dealer mark-ups and other transaction costs on the sale of securities and reinvestment in other securities. Such sales may also represent tax risk. The trading costs and tax risk associated with portfolio turnover may adversely affect a Client’s performance. The use of futures or other forward settling derivatives may result in the appearance of higher portfolio turnover as positions are “rolled forward” in order to maintain a specific exposure. Accordingly, portfolio turnover rates may vary based on how such rates are calculated.

Settlement Risk: To the extent the Funds and the Sub-Account invest in swaps, “synthetic” or derivative instruments, repurchase agreements, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, they take the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially from those entailed in exchange-traded transactions, which generally are supported by guarantees of clearing organizations, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Pandemics and COVID-19. Occurrences of epidemics or pandemics, depending on their scale, may cause different degrees of damage to global, national and local economies. COVID-19 (also known as novel coronavirus) presents unique, rapidly changing and hard to quantify risks. In general, it has resulted in a significant reduction in commercial activity on a global scale that has adversely impacted many businesses. Governments, on the national, local and state level, are instituting and revising a variety of measures including lockdowns, quarantines and states of emergencies, which collectively may continue to slow the global economy to the point where it enters a recession. Although there is reason to believe that the COVID-19 outbreak may be contained over a reasonable period of time, there can be no assurance this will be the case and, in the meantime, global equity, bond and credit markets may be adversely affected. Such disruption may adversely affect Client returns, operating results and financial condition.

Remote Employees. Geosphere permits certain employees to work remotely. In order for employees to work remotely successfully, Geosphere’s technologies and other operational

infrastructures must function properly. Any failure in the proper functioning of such technologies or other operational infrastructures could disrupt such remote employees' abilities to adequately carry out their functions, which may result in losses to a Client.

Cybersecurity Risk. With the increased use of technologies such as the internet to conduct business, Clients are susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting Geosphere's and other service providers (including, but not limited to, Fund accountants, custodians, transfer agents and financial intermediaries) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with a Fund's ability to value its securities or other investments, impediments to trading, the inability of investors to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which Clients invest, counterparties with which Geosphere engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions (including financial intermediaries and service providers for Shareholders) and other parties. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. While Client's service providers have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, Geosphere cannot control the cyber security plans and systems put in place by its service providers or any other third parties whose operations may affect Clients or investors. Clients and investors could be negatively impacted as a result.

It is very important that investors refer to the respective Fund's governing documents for a complete understanding of the material risks involved with the Fund's investment strategies. The information contained herein is a summary only and is qualified in its entirety by the relevant governing documents

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose whether there are any legal or disciplinary events that would be material to a Client's or a prospective client's evaluation of Geosphere or the integrity of Geosphere's management persons. Geosphere has no history of any disciplinary action to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Geosphere nor any of its management persons are registered or have an application pending to register as a broker-dealer or as registered representative of a broker-dealer. Neither Geosphere nor any of its management persons are registered or have an application pending as a futures commission merchant, commodity pool operator or commodity trading advisor, or as an associated person of any of the foregoing.

As discussed in response to Items 4 and 7 above, Geosphere manages the assets of multiple private investment funds and an affiliate of Geosphere serves as the general partner of certain Funds. Geosphere, its affiliates, employees and/or their related persons invest directly in certain Funds. It should be noted that investments made by such persons may not be subject to the management fees and/or performance-based fees.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

As an investment manager to multiple Clients, Geosphere may give advice, or take action or refrain from taking action, any of which may differ from advice given, action taken or not taken or the timing of any action for any other Client. Further, Geosphere may recommend or effect transactions on behalf of its Clients in securities which it or any of its affiliated persons may buy or sell for their own accounts. Geosphere is not a broker-dealer and does not act as a principal or broker in connection with Client transactions.

Geosphere has adopted a Code of Ethics in an effort to avoid possible conflicts of interest, the inappropriate use of material non-public information and to ensure the propriety of its employees' and Clients' trading activities. The Code of Ethics is distributed to each employee at the time of hire and employees receive annual training in issues related to the Code of Ethics. The Code is based on the principle that officers, directors and other Geosphere personnel owe a fiduciary duty to Geosphere's Clients and must place the interests of Geosphere's Clients above their own.

All employees must pre-clear all securities transactions, subject to certain exceptions (e.g., U.S. government securities, open-ended investment companies, etc.), in their personal accounts or the accounts of immediate family members. Trading by employees and immediate family members will generally not be permitted in securities of issuers with whom an employee, an immediate family member, a Client, or an investor has a known material affiliation.

Employees must at all times place the interests of Clients first. The Firm may from time to time recommend securities to Clients, or buy or sell securities for Client accounts, at or

about the same time that an employee buys or sells the same securities for their own accounts in accordance with the procedures described above in order to minimize the conflicts stemming from situations where the contemporaneous trading results in an economic benefit for the employee(s) at the detriment of the Client(s).

Employees will not take action for their own accounts that may differ from, conflict with or be adverse to the advice given or action taken for Clients. If the Firm is buying or selling securities for Client accounts in close proximity to buying or selling the same securities for employee accounts, this activity may impact the prices and availability of the securities in the market.

In his capacity as Portfolio Manager, Arvind Sanger may determine that it is in the Clients' best interest to take action for Client accounts based on their investment objectives that may differ from, conflict with or be adverse to securities held in employee accounts.

Employees transact in their personal accounts for long-term investment purposes and short-term trading is generally not permitted.

Regular monitoring will occur of employee and Client transactions and trading patterns for actual or perceived conflicts of interest, including those conflicts that may arise as a result of personal trades in the same or similar securities made at or about the same time as Client trades.

Employees are required to provide Geosphere with a complete report of their securities holdings at the time they are hired. Employees also provide Geosphere with duplicate copies of account statements for all of their brokerage accounts. Employees are required to provide quarterly transaction reports and annual securities holdings reports.

The Code establishes sanctions if its requirements are violated, up to and including dismissal from employment. Employees are required to certify annually that they have complied with the Code of Ethics.

The foregoing is only a summary of the provisions of the Code and is qualified in its entirety by the detailed provisions appearing in the full text of the Code. Clients and prospective clients may obtain a copy of the Code of Ethics by contacting Geosphere's Chief Compliance Officer at sing@geospherecap.com.

Geosphere does not recommend or solicit investments by Clients in Geosphere managed or sponsored entities that would result in a conflict of interest between Geosphere and the Client. In compliance with the Advisers Act, Geosphere will not buy securities from or sell securities to another Geosphere Client without making appropriate disclosures to the Client and obtaining the Client's consent. For the purposes of this paragraph, references to Geosphere include any Geosphere affiliate.

Geosphere treats as confidential all information provided by Clients and investors in the Funds. Such confidential information will not be disclosed to any non-affiliated third party, except as permitted by clients or as required by law.

From time to time, Geosphere may come into possession of material non-public information, which, if disclosed, might affect an investor's decision to buy, sell or hold a security. This may occur, for example, where an affiliated person is a director or officer of a company, the stock of which may be held by a Client. In the event that Geosphere does come into possession of material non-public information, it will be unable to use this information for the benefit of its Clients. Thus, Geosphere's possession of this information may cause a Client to be frozen in a security position or to be unable to engage in a transaction in that position until such time as the information is made public.

Item 12 – Brokerage Practices

The securities transactions of Geosphere's Clients are expected to generate a substantial amount of brokerage commissions and other transaction-based compensation, all of which will be paid for by the Clients. Except as noted below with respect to the Sub-Accounts, Geosphere has complete discretion in selecting brokers and dealers to be used for Client transactions and in negotiating the rates of compensation that Clients will pay. In addition to paying commissions to brokers acting as agents, the Clients may buy or sell securities directly from or to brokers or dealers acting as principals at prices that include dealer markups or markdowns, and may buy securities from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers.

Geosphere is obligated to seek best execution for its Clients. Best execution generally means seeking to obtain net favorable results, taking into account such factors as price (including applicable commission or dealer spread), size of order, difficulty of execution, the operations facilities, reliability and financial responsibility of the firm involved, the firm's risk positioning a block of securities and research provided.

Geosphere strives to execute securities transactions for Clients in such a manner that the Client's net cost or proceeds in each transaction is the most favorable under the circumstances. Geosphere's best execution policy applies to all transactions in all instruments, regardless of the Client. Geosphere is not required to seek competitive bids and does not have an obligation to seek the lowest available commission cost. Thus, in any transaction, a Client may pay commissions to a broker in an amount greater than an amount another broker might charge.

In selecting a counterparty and market through which to affect a trade, and in determining whether a transaction represents the best execution, Geosphere considers a range of quantitative and qualitative factors, including but not limited to the following:

Counterparty Considerations

- Access to liquidity
- Execution efficiency
- Capital utilization
- Clearance and settlement capabilities
- Reasonableness of commission rate or spread
- Financial responsibility

Market Considerations

- Size and type of transaction
- Characteristics of the market(s) in which the security may be traded
- Nature of post-trade settlement, custody and foreign exchange structures

Geosphere is not required to weigh any of these factors equally. Notwithstanding the foregoing, Geosphere may only be permitted to use certain pre-approved broker-dealers when executing transactions for Sub-Accounts. Geosphere trades for the benefit of Clients through prime brokerage arrangements that are designed to allow trading with multiple brokers while centralizing clearance and custody through prime brokers. Under these arrangements, Geosphere places trades through accounts with different executing brokers in the name of one of its prime brokers for the benefit of Geosphere and its Clients. Geosphere directs delivery of funds or securities to a prime broker who is responsible for custody, clearance and settlement services including matching trades with executing brokers and delivering account confirms and statements to Geosphere.

Further, prime brokers may, as an incident to their services (and not for any additional compensation), sponsor conferences or seminars or provide “capital introduction services” in which consultants and prospective institutional investors may be introduced to Geosphere consistent with applicable private offering restrictions.

Geosphere executes portfolio transactions with broker-dealers that, in connection with the execution of such transactions, provide brokerage or research services, consistent with Section 28(e) of the Securities Exchange Act of 1934. Under Section 28(e) an investment adviser is generally deemed to have acted lawfully and in a manner consistent with its fiduciary duties under federal and state law, if the adviser determines in good faith that the commissions charged by a broker are reasonable in relation to the value of the brokerage and research products or services provided by such broker. For purposes of Section 28(e), research products or services provided by a broker may include research reports on particular industries and companies, economic surveys and analyses, legal and regulatory analysis, recommendations as to specific securities and other products and services (e.g., quotation services and quantitative analysis software) providing lawful and appropriate assistance to the investment adviser in the performance of its investment decision making responsibilities, without regard to whether the research products or services benefit the account bearing the commission charge.

Geosphere will enter into arrangements with brokers serving its Clients providing for the use of commissions or “soft dollars” to pay the costs of certain research products or services which fall within the safe harbor created by Section 28(e). Geosphere’s soft dollar arrangements with brokers may condition payment of expenses upon placement of specified levels of brokerage transactions with that broker, and Geosphere may allocate a corresponding level of trades to that broker, subject to its obligation to obtain best execution (taking into account the value of the soft dollar goods and services provided). Geosphere also maintains commission sharing arrangements pursuant to which a broker through whom it transacts business may pay a research provider through whom its trades are not executed. Geosphere maintains a budget for soft dollars to be used annually, however, there is no explicit target or ratio linked to Geosphere’s commission business with any particular broker-dealer.

“Soft dollar” expenses paid by brokers may include items which would be properly chargeable to the Clients directly. Payment of costs through “soft dollars” may benefit Geosphere by relieving it of costs that it would otherwise have to bear because Geosphere does not have to produce or pay for the research, products or services. Receipt of this benefit may create an incentive for Geosphere to select a broker based on its interest in receiving the benefit rather than a Client’s interest in receiving best execution.

If an expense relates to a function which would generally qualify for soft dollar payment under Geosphere’s policy stated above, as well as a function which does not (e.g., Client research and Geosphere administrative functions, respectively,) Geosphere will make a good faith allocation of the cost between qualifying and non-qualifying functions to determine the portion that may be paid with soft dollars. The allocation process will attempt to take into account the principal functions or benefits of the item involved, but will not attempt to measure de minimis or occasional non-qualified usage or usage of a de minimis value. It is therefore possible that payments associated with such non-qualified usage or payments made in error could benefit Geosphere, but it is not expected that such payments would be material in amount.

In any instance in which Geosphere enters into a soft dollar arrangement, a Client may pay commissions to the relevant broker which are greater than the amount another broker may charge, but Geosphere will only do so if it determines in good faith that such amount of commissions is reasonable in relation to the value of all property, products and services provided by such broker.

Geosphere is not required to, and may not, allocate the benefits provided with a particular soft dollar expenditure to a particular Client. The benefits received by a Client may not be proportional to the costs such Client incurred.

Subject to seeking best execution, Geosphere may also consider other relationships as factors in the selection of securities brokers or dealers. For example, brokers to Geosphere’s Clients may refer investors to Geosphere managed funds and may engage in other transactions with Geosphere. From time to time, providers of Client brokerage

services also provide incidental consulting services and other advice with respect to Geosphere's operations and/or other matters on a formal or informal basis. The provision of such services or advice may not be subject to formal agreements and may not be compensated, depending on the extent of the services provided. Provision of services, including client referrals, could provide Geosphere with an incentive to select the respective broker-dealer for Client transactions without regard to best execution. Geosphere will, however, provide compensation that it considers to be arm's length in any situation where such services have material value and will not allocate brokerage transactions to a provider of such services as compensation for client referrals or other services in violation of its duties to its Clients.

Trade Allocation Policies

In the event an investment opportunity is suitable for multiple Clients, Geosphere allocates investment opportunities among the eligible Clients in a fair and equitable manner, over time. Except as set forth below with respect to IPO transactions, in the absence of legal or other limitations, and to the extent consistent with the differing investment objectives of each Client, including long/short exposure and leverage, Geosphere typically aggregates investment trades and allocates them among each Client in a ratio that is proportional to the relative net asset values of each client. Each Fund bears any costs associated with special limitations (e.g., investment or trading restrictions) associated with that Client. Generally, allocations are determined by the Portfolio Manager in accordance with these policies. Allocations are determined prior to a trade and documented on trade date. Allocations will be made using average price.

IPO Allocations

In general, allocations of IPOs and new issues and other public offerings, are made on the basis of pre-established criteria across those eligible Client accounts seeking to purchase the securities and for which the securities are appropriate and to the extent consistent with the differing investment objectives of each Client, including long/short exposure and leverage. Where the Portfolio Manager determines that the security will not likely be sold in the near term, he may determine to sell the securities on the secondary market (thereby realizing gains) and subsequently purchase them for a broader universe of accounts or, where permitted, "cross" them with other accounts. IPOs and new issues may be restricted to certain accounts within each Fund. Accounts which are not prohibited from purchasing or selling IPOs or new issues may participate in such transactions. IPOs and new issues will generally be allocated on a pro rata basis to all eligible investors within a Fund based on the new issues eligible assets of each participating Fund. As a result, certain Fund investors may have greater opportunities than others to invest in IPOs and new issues.

Item 13 – Review of Accounts

Geosphere's Chief Investment Officer reviews Client accounts on a regular basis for appropriateness of holdings and transactions in light of each Client's strategy as outlined in the respective governing documents.

Geosphere communicates regularly with the investors of its Clients, providing unaudited monthly written reports to Clients and investors in the Funds, which set forth the performance of the Fund or account and other financial data and information. Investors in the Funds sponsored by Geosphere also receive annual audited financial statements and all Clients receive the information necessary for the investor to complete its annual federal income tax return, as applicable. Geosphere also responds to periodic requests by Fund investors to value the investor's investment and to provide certain additional information. Geosphere may offer certain investors, upon request, additional information and reporting that other investors may not receive.

Managed Account Clients will receive statements from their custodians on a monthly basis.

Item 14 – Client Referrals and Other Compensation

Geosphere employees attend conferences at which employees may be given gifts and/or trinkets that are of de minimis value. Employees may also receive gifts or similar items including entertainment from other professionals. The receipt of business gifts and entertainment could create the incentive for Geosphere to refer business to these professionals when it may not be in the Client's best interest to do so. In order to prevent employees from being unduly influenced in their decisions by the receipt of business gifts and entertainment, the Code of Ethics includes certain pre-approval and reporting requirements related to the acceptance and provision of certain business gifts and entertainment.

Geosphere does not currently compensate third-parties for soliciting investors to invest in its Funds.

Item 15 – Custody

Qualified custodians maintain custody for all Client assets with the exception of assets that are considered to be "privately offered securities" under Rule 206(4)-2(b) of the Advisers Act. As defined under applicable securities rules, qualified custodians generally include banks, registered broker/dealers, registered futures commission merchants and certain foreign financial institutions. Geosphere does not have physical custody of any Client assets; however, Geosphere or the general partner may be deemed to have custody due their respective roles as investment manager or general partner of a Fund or to the extent the firm automatically deducts advisory fees.

To the extent that Geosphere is deemed to have custody of Client funds or securities under the Advisers Act, Geosphere complies with the Advisers Act custody rule by providing

investors, within 120 days after the end of each Fund's fiscal year, audited financial statements prepared by an independent public accountant that is registered with, and subject to review by, the Public Company Accounting Oversight Board, and prepared in accordance with U.S. Generally Accepted Accounting Principles.

With respect to any Managed Accounts and the Sub-Accounts, Geosphere does not have custody of client funds and securities in such accounts and Geosphere does not deduct advisory fees directly from such accounts (nor does it have the power to do so without the consent/action of the client).

Item 16 – Investment Discretion

Geosphere's fiduciary duty requires it to give investment advice that is suitable and appropriate to each Client, and to have an adequate basis in fact for its investment recommendations. Geosphere has been granted discretionary authority to manage the securities accounts of its Clients pursuant to an investment management or sub-advisory agreement entered into with each Client. Pursuant to this grant of discretionary authority, Geosphere is authorized to purchase and sell securities, select brokers, and negotiate commission rates subject to the guidelines set forth in the private placement memoranda for the respective Fund, and the investment management agreement for Sub-Accounts, as applicable.

Item 17 – Voting Client Securities

As general partner or investment manager to the Funds and as sub-advisor to the Sub-Accounts, Geosphere has responsibility for making investment decisions that are in the best interest of its Clients. As part of the investment management services it provides to Clients, Geosphere generally has the responsibility to vote proxies appurtenant to the shares held in the portfolio unless the Client has retained that right. As a fiduciary, Geosphere believes that it has a duty to manage assets solely in the best interest of its Clients, which includes the ability to vote proxies. Accordingly, Geosphere has a duty to vote proxies in a manner in which it believes will add value to the Client's investment. Geosphere may amend its proxy voting policies at any time.

Geosphere's investment management agreement(s) and Sub-Advisory Agreement(s) grant Geosphere the authority to cast all proxy votes. As required by the Advisers Act, Geosphere has adopted a proxy voting policy, which provides that Geosphere will act in the best interest of its Clients in determining whether and how to vote on any proxy voting matter. Geosphere has retained the services of an independent proxy voting service, which votes proxies in accordance with Geosphere's guidelines.

Geosphere's Portfolio Manager consults with the investment team concerning the best method to resolve any actual or apparent conflicts of interest between the interests of Geosphere and its Clients, in a manner that affords priority to the interests of the clients.

If the conflict is personal to the Portfolio Manager, the Portfolio Manager will designate others to address the issues presented by the proxy vote.

Clients may obtain a copy of the proxy voting policy and information on how Geosphere voted client securities by contacting Geosphere's Chief Compliance Officer at sing@geospherecap.com.

Item 18 – Financial Information

Geosphere does not charge or solicit pre-payment of fees six months or more in advance.

Geosphere has no financial commitment that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to Clients.

Geosphere has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Not applicable.